

YBL/CS/2025-26/74

July 24, 2025

National Stock Exchange of India Limited

Exchange Plaza,
Plot no. C/1, G Block,
Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051
NSE Symbol: YESBANK

BSE Limited

Corporate Relations Department
P.J. Towers, Dalal Street
Mumbai - 400 001
BSE Scrip Code: 532648

Dear Sirs/Madam,

Sub.: Resolution of the board of directors of YES Bank Limited ("Bank") dated July 23, 2025 - Amendment Agreement to the Investment Agreement with Verventa Holdings Limited ("VHL")

Ref.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir / Madam,

We refer to our earlier intimation dated July 29, 2022, informing *inter-alia* of the execution of the investment agreement dated July 29, 2022 between VHL (affiliate of funds advised / managed by Advent) and the Bank ("**Investment Agreement**"), which includes the right of VHL to nominate 1 (one) non-executive director on the board of directors the Bank ("**Board**") in accordance with the terms of the Investment Agreement.

In this regard, the Board has *vide* circular resolution passed on July 23, 2025 approved the execution of an amendment agreement to the Investment Agreement ("**Amendment Agreement**") with VHL, to propose and record certain revised terms in relation to the right of VHL to nominate 1 (one) non-executive director on the Board.

The details regarding the Amendment Agreement as required to be disclosed pursuant to Paragraph 5 of Para A of Part A, Schedule III of the Listing Regulations read with the Master Circular bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0155 issued by the Securities and Exchange Board of India dated November 11, 2024, are set out in *Annexure 1*.

The weblink of BSE Limited and National Stock Exchange of India Limited providing the above information is being hosted on the Bank's website www.yesbank.in in pursuant to Listing Regulations, as amended.

We request you to take above on your record and disseminate to all concerned.

Thanking you,

Yours faithfully,

For **YES BANK LIMITED**

Sanjay Abhyankar
Company Secretary

Encl: As above

Disclosure pursuant to Paragraph 5 of Para A of Part A, Schedule III of the Listing Regulations read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

| S. No. | Particulars | Details |
|--------|---|--|
| 1. | Name(s) of parties with whom the agreement is entered. | Amendment Agreement between Verventa Holdings Limited (“VHL”) and the Bank. |
| 2. | Purpose of entering into the agreement. | To record certain revised terms in relation to the right of VHL to nominate 1 (one) non-executive director on the board of directors of the Bank (“Board”). |
| 3. | Shareholding, if any, in the entity with whom the agreement is executed. | VHL currently holds 9.19% of the total paid up share capital of the Bank. |
| 4. | Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc. | <p>Significant terms of the Amendment Agreement:</p> <p>(a) Right of VHL to nominate 1 (one) non-executive director liable to retire by rotation on the Board, in substitution of the provision for nomination of 1 (one) non-retiring non-executive director.</p> <p>(b) Removal of alternate directorship rights of VHL.</p> <p>(c) Revision of the fall-away threshold for the right of VHL to nominate 1 (one) non-executive director on the Board from VHL continuing to hold at least 50% of the securities issued to it on the completion of the transactions contemplated in the Investment Agreement to 5% of the total paid-up share capital of the Bank (calculated</p> |

| S. No. | Particulars | Details |
|--------|--|---|
| | | on a fully diluted basis). |
| 5. | Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship. | No. |
| 6. | Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”. | Execution of the Amendment Agreement will not constitute a related party transaction. |
| 7. | In case of issuance of shares to the parties, details of issue price, class of shares issued. | Please refer to our earlier disclosure dated July 29, 2022 available at: BSE : https://www.bseindia.com/xml-data/corpfilings/AttachHis/e180a496-5836-424e-8f2a-b22829b235f9.pdf NSE: https://nsearchives.nseindia.com/corporate/YESBANK_29072022184609_final.pdf |
| 8. | Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc. | Please refer to sub-point 4 of this Annexure 1 above. |
| 9. | In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): | - |
| | Nature of the agreement. | Amendment agreement to the Investment Agreement. |
| | Date of execution of the agreement. | July 23, 2025 |
| | Details of amendment and impact thereof. | Please refer to sub-point 4 of this Annexure 1 above. |